

**OFFICE OF THE SECRETARY OF STATE
STATE OF MISSISSIPPI
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

In The Matter Of:)	
)	
Crossroads Media, Inc.;)	
Dale Gerstenslager; and)	Administrative Hearing
Gerald Stanford)	Number: <u>S-05-0529</u>
)	
)	
RESPONDENTS.)	

CONSENT AGREEMENT

THIS AGREEMENT is hereby entered into between the State of Mississippi, Secretary of State's Office, Business Regulation and Enforcement Division (hereinafter "Division"), by and through James O. Nelson, II, Assistant Secretary of State, and Gerald Stanford (hereinafter "Stanford"), Respondent herein.

The Division, having the power to administer and to provide for the enforcement of all provisions of the Mississippi Securities Act (hereinafter "Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty (hereinafter "Order") issued April 5, 2006, following allegations by the Division of violations of certain provisions of the Act and/or Rules promulgated thereunder.

The Division's conclusions of law contained in the Order were as follows.

1. The previous paragraphs are incorporated herein by reference.
2. The Secretary of State has jurisdiction over this matter and the parties pursuant to Section 75-71-107(a) of the Mississippi Securities Act.

3. Stanford violated Section 75-71-301 of the Mississippi Securities Act by transacting business as a broker-dealer and/or agent in Mississippi without registering as such.

4. Stanford violated Section 75-71-401 of the Mississippi Securities Act by offering and selling unregistered securities within the State of Mississippi.

NOW, THEREFORE, it is hereby agreed as follows:

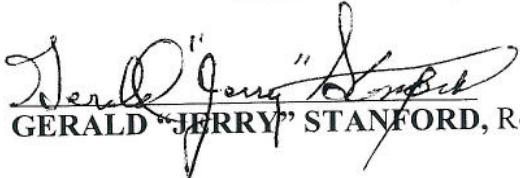
- A. At all times relevant hereto, it was and continues to be the intent of Stanford to comply with the requirements of the Act, and, to that end, to cooperate with the Division.
- B. It is the intent of the Division and Stanford to reach an expeditious and appropriate resolution of this matter as it pertains to Stanford's involvement therein.
- C. Based upon the representations and information obtained by the Division's independent investigation, the Division has determined not to proceed to a hearing as to Respondent Stanford.
- D. Stanford admits to the jurisdiction of the Division as to all matters herein. Stanford neither admits, nor denies that his conduct was in violation of the Act.
- E. Stanford consents to the payment of One Thousand Dollars (\$1,000.00) to be paid upon the execution of this Consent Agreement by the Respondent.
- F. Stanford agrees, during the course of his natural life, neither (1) to offer and/or sell any securities in the State of Mississippi, nor (2) to offer and/or sell any securities to any Mississippi residents.

- G. Stanford further agrees, during the course of his natural life, neither (1) to attempt to register as a broker dealer agent or investment advisor representative with the NASD, nor (2) to attempt to register as a broker dealer agent or investment advisor representative with the Division or with any other of the fifty state agencies, or the District of Columbia agency, or any United States territory agencies that register broker dealer representatives or investment advisors.
- H. This Consent Agreement contains the entire understanding between the parties and supersedes any prior understandings and agreements between them respecting the subject matter of this Consent Agreement. Furthermore, the parties herein represent that they have read each provision, understand each provision, and agree to each provision herein.
- I. A willful failure to comply with any of the terms, conditions or obligations of this Agreement will result in Stanford being deemed to be in violation of a lawful order made pursuant to the Act and, therefore, subject to the penalties available under the Act.
- J. Stanford irrevocably waives his right to a hearing on this matter at which he may be represented by counsel, present evidence and cross-examine witnesses.
- K. The entry of this Agreement represents the settlement of regulatory claims by the Division against Stanford only and does not, in any way, restrict or affect the rights or causes of action, if any, of any Mississippi residents.
- L. This Agreement pertains only to those matters set forth in the Order.

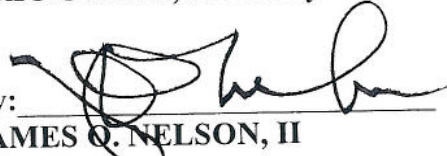
M. Stanford acknowledges that he has read this Consent Agreement in its entirety and fully understands the rights, terms, and obligations contained therein.

WHEREFORE, the undersigned hereby acknowledge and agree to the terms and conditions of the foregoing Agreement by written consent.

THIS, the 23 day of June, 2006


GERALD "JERRY" STANFORD, Respondent

ERIC CLARK, Secretary of State

By: 
JAMES O. NELSON, II
Assistant Secretary of State